

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

Faisal Mustafa, Individually and On Behalf of All
Those Similarly Situated,

Plaintiff,

vs.

Limelight Networks, Inc., Goldman Sachs & Co.,
Morgan Stanley & Co., Inc., Jeffrey Lunsford,
Nathan Raciborski, Allan M. Kaplan, Joseph H.
Gleberman, and Peter J. Perrone,

Defendants.

ECF CASE

Civ. No. 07-CV-7205 (PAC)

**DECLARATION OF MATTHEW
HALE IN SUPPORT OF
LIMELIGHT DEFENDANTS'
MOTION TO TRANSFER VENUE
TO THE DISTRICT OF ARIZONA**

Hendo Weernink, Individually and On Behalf of
All Those Similarly Situated,

Plaintiff,

vs.

Limelight Networks, Inc., Goldman Sachs & Co.,
Morgan Stanley & Co. Inc., Jefferies &
Company, Inc., Piper Jaffray & Co., Friedman,
Billings, Ramsey, & Co., Inc., Jeffrey W.
Lunsford, Matthew Hale, Walter D. Amaral,
Joseph H. Gleberman, Frederic W. Harman,
Mark A. Jung, Allan M. Kaplan, Peter J. Perrone,
David C. Peterschmidt, Nathan F. Raciborski,
and Gary Valenzuela,

Defendants.

ECF CASE

Civ. No. 07-CIV-7404 (PAC)

Scott Kairalla, Individually and On Behalf of All
Others Similarly Situated,

Plaintiff,

vs.

Limelight Networks, Inc., Jeffrey W. Lunsford,
Michael M. Gordon, William H. Rinehart,
Matthew Hale, Nathan F. Raciborski, Walter D.
Amaral, Joseph H. Gleberman, Fredric W.
Harman, Mark A. Jung, Allan M. Kaplan, Peter J.
Perrone, David C. Peterschmidt, Gary
Valenzuela, Goldman Sachs & Co., Jefferies &
Company, Inc., Morgan Stanley & Co.
Incorporated, Piper Jaffray & Co., and Friedman,

ECF CASE

Civ. No. 07-CIV-7417 (PAC)

Billings, Ramsey, & Co., Inc.,

Defendants.

Tim Radecki, Individually and On Behalf of All
Others Similarly Situated,

Plaintiff,

vs.

Limelight Networks, Inc., Jeffrey W. Lunsford,
Matthew Hale, Nathan F. Raciborski, Allan M.
Kaplan, Joseph H. Gleberman, Peter J. Perrone,
Goldman, Sachs & Co., Morgan Stanley & Co.
Incorporated,

Defendants.

Benjamin Paul, Individually and On Behalf of All
Others Similarly Situated,

Plaintiff,

vs.

Limelight Networks, Inc.; Goldman Sachs & Co.;
Morgan Stanley & Co., Inc.; Jeffrey W Lunsford;
Nathan F. Raciborski; and Allan M. Kaplan,

Defendants.

Alice Artis, Individually and On Behalf of All
Others Similarly Situated,

Plaintiff,

vs.

Limelight Networks, Inc., Jeffrey W. Lunsford,
Matthew Hale, Nathan Raciborski, Michael W.
Gordon, William H. Rinehart, Allan M. Kaplan,
Walter D. Amaral, Joseph H. Gleberman, Frederic
W. Harman, Mark A. Jung, Peter J. Perrone,
David C. Peterschmidt, Gary Valenzuela,
Goldman, Sachs & Co., Morgan Stanley & Co.,
Inc., Jefferies & Company, Inc., Piper Jaffray &
Co., and Friedman, Billings, Ramsey, & Co.,
Inc.,

Defendants.

ECF CASE

Civ. No. 07-CIV-7394 (PAC)

ECF CASE

Civ. No. 07-CIV-7432 (PAC)

ECF CASE

Civ. No. 07-CIV-7475 (PAC)

I, Matthew Hale, declare as follows under 28 U.S.C. § 1746:

1. I have personal knowledge of the facts set forth in this declaration and, if called as a witness, could and would testify thereto.
2. I am the Chief Financial Officer ("CFO") of Limelight Networks, Inc ("Limelight" or the "Company"). I have served as Limelight's CFO since December 2006.
3. Limelight maintains its corporate headquarters at 2220 West 14th Street, Tempe, Arizona, 85281. Limelight also maintains a data center in Phoenix, Arizona.
4. I work at the Company's headquarters in Tempe, Arizona and reside in Arizona.
5. Additionally, members of the Company's executive management team and its co-founders who were named as defendants in the above-captioned matters, including Jeffrey Lunsford, Nathan Raciborski, Michael Gordon, William Rinehart, and Allan Kaplan, all work at the Company's headquarters in Tempe, Arizona. In addition, individual defendant and Company director Walter Amaral resides in Arizona.
6. Individual defendants and Company directors Fred Harman, Mark Jung, David Peterschmidt, Peter Perrone, and former director Gary Valenzuela all reside in California.
7. Individual defendant and Company director Joseph Gleberman resides in New York.
8. Limelight employs approximately 219 individuals, approximately 167 of whom work in Arizona. Limelight does not have a significant New York operation. We only have a small sales office in New York with 13 employees.
9. Limelight's accounting, finance, sales, marketing, research and development, and network engineering and operations departments are all based in Tempe, Arizona.
10. The Company's press releases since its initial public offering ("IPO") in June 2007, including the press release of August 9, 2007, were prepared and disseminated from the Company's headquarters in Tempe, Arizona. Additionally, the Company's filings with the United States Securities and Exchange Commission, including the ones referred to in the plaintiffs' complaints in the above-captioned matters, were prepared in substantial part from the Company's headquarters in Tempe, Arizona. The Company maintains all of its accounting files, financial projections, and marketing plans

at its headquarters in Tempe, Arizona, including substantially all of the documents and other information underlying the Company's press releases and SEC filings.

11. Limelight conducted its IPO on June 7, 2007. The investment banking teams from the underwriters of the IPO were primarily from the underwriters' offices in California (in the San Francisco Bay Area). That is also the location of the counsel retained by Limelight, as well as the underwriters, in connection with the IPO.

12. It would be far more convenient for Limelight's directors, officers, and employees to participate in this litigation in Arizona. Limelight's legal expenses would be significantly higher, and the disruptive effect on its business more severe, if this litigation were to proceed in New York.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 9th day of October 2007 in Tempe, Arizona.



Matthew Hale